PROSPECTUS DATED JANUARY 12, 2024

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IN THE UNITED STATES

Reviewed by
12-01-2024
BX Swiss AG

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Vinivia AG

(*incorporated as a corporation in Switzerland*)

Offering of
up to 700,000 registered shares with a nominal value of CHF 0.01 each

Offer Price: CHF 40.00 per Offered Share

This prospectus (this "**Prospectus**") relates to an offering (the "**Offering**") until March 8, 2024 of up to 700,000 existing registered shares of Vinivia AG ("**Vinivia**", "**we**," "**us**," "**our**,") with a nominal value of CHF 0.01 each (the "**Offered Shares**"), to be offered by Vinivia. The Offered Shares are fully fungible and rank *pari passu* in all respects with each other and with all other issued and existing shares of Vinivia with a nominal value of CHF 0.01 each (the Offered Shares and all other registered shares of Vinivia, the "**Shares**").

The Offering consists of (i) a public offering in Switzerland and (ii) private placements to qualified investors outside of Switzerland and the United States in reliance on Regulation S under the U.S. Securities Act of 1933 ("**Regulation S**") and on exemptions provided by Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**") and the EU Prospectus Regulation as it forms part of the domestic law of the United Kingdom (the "**UK**") by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK Prospectus Regulation**"), in each case, in compliance with any applicable laws and regulations.

No action has been or will be taken by Vinivia that would, or is intended to, permit a public offering of the Offered Shares or any other Shares in any jurisdiction other than Switzerland. The Offered Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other regulatory authority in the United States, and, subject to certain exceptions, the Offered Shares may not be offered, sold, resold, delivered, allotted, taken up, transferred or renounced, directly or indirectly, in or into the United States or any other jurisdiction in which it would not be permissible to make an offer of the Offered Shares.

This Prospectus may not be distributed, forwarded, reproduced or transmitted (in whole or in part) in or into any jurisdiction in which it would not be permissible to make an offer of the Offered Shares.

Purchasing or investing in Shares involves significant risks. For a discussion of certain factors that should be considered in deciding whether to purchase or invest in the Offered Shares, see "*Risk Factors.*"

The Offered Shares constitute simple uncertificated securities (*einfache Wertrechte*) within the meaning of article 973c of the Swiss Code of Obligations of March 30, 1911, as amended (the "**Swiss Code of Obligations**") and will be registered in the main register (*Hauptregister*) of SIX SIS AG ("**SIS**") to become intermediated securities (*Bucheffekten*) within the meaning of the Swiss Federal Act on Intermediated Securities of October 3, 2008, as amended ("**FISA**"). Delivery of the Offered Shares as intermediated securities (*Bucheffekten*) within the meaning of the FISA against payment of the Offer Price per Offered Share ("**Closing**") is expected to be made through the facilities of SIS as soon as practicable after receipt of signed documents from the relevant investors (the "**Closing Date**"), as more particularly described in "*The Offering—Payment and Settlement (Closing)*."

This Prospectus has been approved by regservices.ch by BX Swiss AG in its capacity as a review body within the meaning of article 52 of the Swiss Financial Services Act of June 15, 2018, as amended (the "**FinSA**") (regservices.ch by BX Swiss AG in such capacity, the "**Review Body**") on January 12, 2024.

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IMPORTANT INFORMATION ABOUT THE OFFERING

Vinivia AG, Chollerstrasse 37, 6300 Zug, Switzerland, accepts responsibility for the content of this Prospectus and declares that the information contained in this Prospectus is, to the best of its knowledge, correct and that no material facts or circumstances have been omitted herefrom.

This Prospectus has been prepared by Vinivia solely for purposes of the Offering until March 8, 2024 of the Offered Shares. Vinivia has not authorized the use of this Prospectus for any other purpose.

This Prospectus may be used only for the purposes for which it has been published. By accepting delivery of this Prospectus, you acknowledge that the use of the information in this Prospectus for any purpose other than to consider a purchase of Offered Shares is strictly prohibited.

The information contained in this Prospectus is accurate only as of its date. Neither the delivery of this Prospectus nor any purchase or sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of Vinivia since the date hereof or that the information in this Prospectus is correct as of any time subsequent to its date.

Except for the documents incorporated by reference in this Prospectus as specified under "*About this Prospectus—Documents Incorporated by Reference*" to the extent set out on any such website, information on the website of Vinivia or any of its affiliates, any website directly or indirectly linked thereto or any other website mentioned in this Prospectus is not incorporated by reference in this Prospectus and prospective investors should not rely on any such website in making their decision to invest in the Offered Shares.

Distributors, if any, are acting exclusively for Vinivia and no one else in connection with the Offering, and they will not regard any other person (whether or not a recipient of this Prospectus) as their respective client in relation to the Offering and will not be responsible to anyone other than Vinivia for providing the protections afforded to their client or for providing advice in relation to the Offering or any transaction, arrangement or other matters referred to in this Prospectus. No person has been authorized to give any information or make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by Vinivia.

This Prospectus does not constitute an offer of, or an invitation by or on behalf of, Vinivia to purchase the Offered Shares in any circumstances or in any jurisdictions where such offer or invitation is unlawful. No action has been taken by Vinivia that would permit an offer of Offered Shares or possession or distribution of this Prospectus or any other offering or publicity material or documentation recording an entitlement to Offered Shares in any jurisdiction where action for that purpose is required, other than in Switzerland. The distribution of this Prospectus in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction. For information on restrictions on the offer and sale of the Offered Shares and the distribution of this Prospectus, see "*Selling and Transfer Restrictions.*"

In making an investment decision, each prospective investor must rely on their own examination, analysis and enquiry of Vinivia and the terms of the Offering, including the merits and risks involved. Any decision to buy the Offered Shares should be based solely on this Prospectus and any supplement hereto that may be published by Vinivia. None of Vinivia or any of its respective representatives, is making any representation to any offeree or purchaser of the Shares regarding the legality of an investment in the Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should not construe anything in this Prospectus as legal, business, investment or tax advice. Prospective investors should consult with their own advisers as to the legal, tax, business, financial and related aspects of a purchase of the Offered Shares.

The investors also acknowledge that they have relied only on the information contained in this Prospectus, and that no person has been authorized to give any information or to make any representation concerning Vinivia or the Shares (other than as contained in this Prospectus) and, if given or made, any such other information or representation should not be relied upon as having been authorized by Vinivia.

ABOUT THIS PROSPECTUS

Documents Incorporated by Reference

Vinivia is "incorporating by reference" within the meaning of article 42 FinSA in this Prospectus certain information contained in documents that it has published previously or simultaneously with this Prospectus, which means that Vinivia is disclosing important information to you by referring to those documents. The information Vinivia incorporates by reference herein is an important part of this Prospectus.

The following documents, which have previously been published or are published simultaneously with this Prospectus, are incorporated in, and form part of, this Prospectus:

(1) the financial statements of Vinivia as of and for the financial year ended December 31, 2021, and the report of the statutory auditor (BDO AG) thereon contained therein; and

(2) the financial statements of Vinivia as of and for the financial year ended December 31, 2022, and the report of the statutory auditor (BDO AG) thereon contained therein;

(3) the unaudited financial statements of Vinivia as of and for the six months ended June 30, 2023; and

(4) the articles of association of Vinivia dated March 6, 2023.

Any reference herein to this Prospectus includes the documents incorporated by reference herein. Potential investors should obtain and review carefully copies of the documents incorporated by reference herein. Any statement contained in a document incorporated by reference herein is deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus (or contained in any document incorporated by reference herein prepared by Vinivia after the date the incorporated information was prepared, including later-dated reports listed above) modifies or supersedes such statement. Any statement so modified or superseded will not, except as so modified or superseded, constitute a part of this Prospectus.

Reliance on relaxations or requirements

Vinivia is relying on certain exemptions provided for by article 57 FinSA and Annex 1 of the Ordinance on Financial Services of November 6, 2019, as amended (the "**FinSO**"). In particular, Vinivia is not including a general overview of capitalization and indebtedness as ordinarily required by item 2.6.6 of Annex 1 FinSO.

Availability of Documents

For 12 months following the date of approval of this Prospectus by the Review Body, copies of this Prospectus (including the documents incorporated by reference herein), and any supplements hereto, if and when published, can be obtained in electronic or printed form, free of charge, from (i) Vinivia AG (email: investors@vinivia.com), or (ii) Vinivia at its registered and principal executive office stated below:

Vinivia AG
Chollerstrasse 37
6300 Zug
Switzerland
Attention: Marcello Genovese / Mario Wälti

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

The financial statements of Vinivia that are incorporated by reference in this Prospectus have been prepared in accordance with Swiss law. Vinivia's financial statements are denominated in Swiss francs, the legal tender of Switzerland.

All references in this Prospectus to "**U.S. dollars**" and "**USD**" refer to United States dollars and to "**CHF**" refer to Swiss francs.

Targets and Outlook Statements

BDO AG has not audited, reviewed, examined, compiled or applied agreed-upon procedures with respect to the information on targets or outlook statements set forth in the Prospectus and, accordingly, does not express an opinion or any other form of assurance with respect thereto. For information on risks and uncertainties with respect to forward-looking statements generally, see "*Forward Looking Statements*."

NOTICE TO INVESTORS

Neither Vinivia nor any other party acting on behalf of Vinivia is making an offer to sell the Offered Shares in any jurisdiction except where such an offer or sale is permitted. You must comply with all applicable laws and regulations in force in your jurisdiction and you must obtain any consent, approval or permission required by you for the purchase, offer or sale of the Offered Shares under the laws and regulations in force in the jurisdiction to which you are subject or in which you make such purchase, offer or sale, and neither Vinivia nor any other party acting on behalf of Vinivia will have any responsibility therefor. For information on restrictions on the offer and sale of the Offered Shares and the distribution of this Prospectus, see "*Selling and Transfer Restrictions.*"

The Offered Shares are subject to restrictions on transferability and resale and may not be transferred or resold in the United States except as permitted under the U.S. Securities Act and applicable U.S. state securities laws pursuant to registration or exemption from them. Vinivia is relying upon an exemption from registration under the U.S. Securities Act for an offer and sale of securities that do not involve a public offering. We have submitted this Prospectus solely to selective prospective eligible investors outside Switzerland and the United States so they can consider a purchase of the Offered Shares.

EACH PURCHASER OF OFFERED SHARES MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH IT PURCHASES, OFFERS OR SELLS THE OFFERED SHARES OR POSSESSES OR DISTRIBUTES THIS PROSPECTUS AND MUST OBTAIN ANY CONSENT, APPROVAL, OR PERMISSION REQUIRED BY IT FOR THE PURCHASE, OFFER OR SALE BY IT OF THE OFFERED SHARES UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION TO WHICH IT IS SUBJECT OR IN WHICH IT MAKES SUCH PURCHASES, OFFERS OR SALES, AND VINIVIA SHALL NOT HAVE ANY RESPONSIBILITY THEREFOR.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Offered Shares being offered hereby have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, taken up, resold, renounced, exercised, pledged, transferred or delivered, directly or indirectly, in or into the United States at any time except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state and other securities laws of the United States. Any representation to the contrary is a criminal offense in the United States. The Offered Shares are being offered outside the United States only in compliance with Regulation S.

Additionally, each purchaser of any of the Offered Shares will be deemed to have made the representations, warranties and acknowledgements, which are intended to restrict the resale or other transfer of such Offered Shares and which are described in this Prospectus. The Offered Shares being offered hereby have not been registered under the U.S. Securities Act, and they are therefore subject to certain restrictions on transfer.

Further information with regard to the restrictions on offers and sales of the Offered Shares in the United States is set out under "*Selling and Transfer Restrictions*".

FORWARD-LOOKING STATEMENTS

This Prospectus contains or incorporates by reference statements that constitute forward-looking statements. In addition, in the future we, and others on our behalf, may make statements that constitute forward-looking statements. Such forward-looking statements may include, without limitation, statements relating to the following:

- our plans, targets or goals;
- our future economic performance or prospects;
- the potential effect on our future performance of certain contingencies; and
- assumptions underlying any such statements.

Words such as "believes," "anticipates," "expects," "intends" and "plans" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We do not intend to update these forward-looking statements, except as may be required by applicable securities laws.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. We caution you that a number of important factors could cause results to differ materially from the plans, targets, goals, expectations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to:

- the ability to maintain sufficient liquidity and access capital markets, including by the sale of the Offered Shares or Shares;
- the strength of the global economy in general and the strength of the economies of the countries in which we conduct our operations, in particular, but not limited to, the risk of negative impacts of COVID-19 on the global economy and financial markets, Russia's invasion of Ukraine, the resulting sanctions from the U.S., the European Union (the "**EU**"), the UK, Switzerland and other countries and the risk of continued slow economic recovery or downturn in the EU, the U.S. or other developed countries or in emerging markets in 2023 and beyond;
- the emergence of widespread health emergencies, infectious diseases or pandemics, such as COVID-19, and the actions that may be taken by governmental authorities to contain the outbreak or to counter its impact;
- the ability to achieve our strategic initiatives, including those related to our targets, ambitions and goals, such as our financial ambitions as well as various goals and commitments to incorporate certain governance considerations into our business strategy, products, services and management processes;
- the effects of, and changes in, fiscal, monetary, exchange rate, trade and tax policies;
- the effects of currency fluctuations, including the related impact on our business, financial condition and results of operations due to moves in foreign exchange rates;
- geopolitical and diplomatic tensions, instabilities and conflicts, including war, civil unrest, terrorist activity, sanctions or other geopolitical events or escalations of hostilities;
- political, social and environmental developments, including climate change;
- the possibility of foreign exchange controls, expropriation, nationalization or confiscation of assets in countries in which we conduct our operations;
- operational factors such as systems failure, human error, or the failure to implement procedures properly;
- the risk of cyber attacks, information or security breaches or technology failures on our reputation, business or operations;
- the adverse resolution of litigation, regulatory proceedings and other contingencies;

- actions taken by regulators with respect to our business and practices and possible resulting changes to our business organization, practices and policies in countries in which we conduct our operations;

- the effects of changes in laws, regulations or accounting or tax standards, policies or practices in countries in which we conduct our operations;

- competition or changes in our competitive position in geographic and business areas in which we conduct our operations;

- the ability to retain and recruit qualified personnel;

- the ability to protect our reputation and promote our brand;

- the ability to increase market share and control or expenses;

- technological changes instituted by us, our counterparties or competitors;

- the timely development and acceptance of our new products and services and the perceived overall value of these products and services by users;

- acquisitions, including the ability to integrate acquired businesses successfully, and divestitures; and

- other unforeseen or unexpected events and our success at managing these and the risks involved in the foregoing.

We caution you that the foregoing list of important factors is not exclusive. When evaluating forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, as well as the risk factors and other information set forth in the documents incorporated by reference in or contained in this Prospectus.

SUMMARY

This summary should be read as an introduction to this Prospectus and, for purposes of the FinSA, constitutes a summary within the meaning of articles 40(3) and 43 thereof. The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in, or incorporated by reference in, this Prospectus. You should thoroughly read this Prospectus in its entirety, including the information set forth under "Forward-looking statements" and "Risk factors," and the financial statements and the notes related to those financial statements incorporated by reference herein, prior to making an investment in the Offered Shares. Any decision to invest in Offered Shares should be based solely on this Prospectus in its entirety and not on this summary. Capitalized terms used but not defined below have the meanings assigned to such terms elsewhere in this Prospectus.

Potential investors should be aware that liability under article 69 of the FinSA for any false or misleading information contained in this summary is limited to any such information that is false or misleading when read together with, or that is inconsistent with, the other parts of the Prospectus.

OVERVIEW

Vinivia AG

Vinivia is a corporation based in Switzerland and a provider of interactive live streaming solutions for major events, e-commerce and content creation. Vinivia was founded in February 2020.

Vinivia currently employs 29 people in Switzerland and 10 people in the United States of America. The company also works with various external developers and service providers and uses the services of employer-of-record providers.

REASONS FOR THE OFFERING AND USE OF PROCEEDS

Reasons for the Offering

Vinivia is a start-up company that is currently unable to cover its operating costs and planned investments with its operating income and available bank balances. The company currently has no credit lines with banks that it can utilize. As is usual for start-ups, Vinivia is therefore securing its liquidity in this phase primarily by selling its own shares, including the Offered Shares.

Use of Proceeds

Assuming all Offered Shares are sold and based on the Offer Price of CHF 40.00 per Offered Share, the gross proceeds of the Offering are expected to be approximately CHF 28 million. On the same basis, the net proceeds of the Offering are expected to be approximately CHF 20 million after deduction of estimated commissions payable to our distributors, fees and expenses that will be payable by Vinivia. Vinivia will use the proceeds, amongst others, (i) for general corporate purposes ensuring seamless functioning of the company's organization, (ii) for the development and subsequent deployment of its live-streaming platform, software and application with a view to product launch, (iii) to ensure the functioning of its day-to-day operations (including, e.g. payment of service providers and suppliers), and (iv) for the investment in targeted marketing efforts that should both enhance brand visibility and engagement as well as foster penetration in the live-streaming market itself.

THE OFFERING

The Issuer	Vinivia was incorporated under Swiss law as a corporation (*Aktiengesellschaft*) with unlimited duration under the name "Vinivia AG" on February 10, 2020, in Zug, Switzerland, and is registered with the commercial register of the Canton of Zug under the number CHE-477.545.331. Vinivia's registered and principal executive office is located at Chollerstrasse 37, 6300 Zug, Switzerland and its telephone number is +41 552 72 00. Vinivia's Legal Entity Identifier (LEI) Code is 8945002C2LGYIKMZRG74

Offering	The Offering consists of a public offering in Switzerland and private placements to qualified investors outside of Switzerland and the United States in reliance on Regulation S and on exemptions provided by the EU Prospectus Regulation and the UK Prospectus Regulation, in each case, in compliance with any applicable laws and regulations. See "*The Offering*."
Reasons for the Offering	Vinivia is securing its liquidity by selling its own shares, including the Offered Shares.
Offered Shares	Vinivia is offering up to 700,000 existing registered shares of Vinivia with a nominal value of CHF 0.01 each (i.e., the Offered Shares). The Offered Shares will be existing shares of Vinivia. The Offered Shares are fully fungible and rank *pari passu* in all respects with each other and with all other Shares. The Offered Shares constitute simple uncertificated securities (*einfache Wertrechte*) within the meaning of article 973c of the Swiss Code of Obligations and will be registered in the main register (*Hauptregister*) of Vinivia maintained by SIS to become intermediated securities (*Bucheffekten*) within the meaning of the FISA. Shareholders have no rights to request the printing and delivery of certificates or the conversion of the Shares into another form. Vinivia may, however, at any time print and deliver certificates (individual share certificates, certificates or global certificates) or convert the Shares in another form and cancel issued certificates (if any). See "*Description of Vinivia's Share Capital and the Shares—Description of the Shares—Form and Transfer of Shares*."
Offer Price	The price at which Offered Shares may be purchased in the Offering is CHF 40.00 per Offered Share.
Payment and Delivery	The Offered Shares are expected to be delivered as intermediated securities (*Bucheffekten*) against payment of the Offer Price on therespective Closing Date or on such other date as Vinivia may determine, as more particularly described in "*The Offering—Payment and Settlement (Closing)*."
Share Capital	The share capital of Vinivia registered in the commercial register of the Canton of Zug amounts to a total of CHF 100,000.00, divided into 10,000,000 Shares with a nominal value of CHF 0.01 each. Upon sale, the up to 700,000 Offered Shares will, in aggregate, represent up to 7% of the share capital of Vinivia registered in the commercial register of the Canton of Zug.

Selling and Transfer Restrictions	The Offered Shares are subject to certain selling and transfer restrictions as described in the section entitled "*Selling and Transfer Restrictions*."
Use of Proceeds	Assuming all Offered Shares are sold at the Offer Price of CHF 40.00 per Offered Share, the gross proceeds of the Offering are expected to be approximately CHF 28 million. On the same basis, the net proceeds of the Offering are expected to be approximately CHF 20 million after deduction of estimated commissions, fees and expenses that will be payable by Vinivia. Vinivia will use the proceeds, amongst others, (i) for general corporate purposes ensuring seamless functioning of the company's organization, (ii) for the development and subsequent deployment of its live-streaming platform, software and application with a view to product launch, (iii) to ensure the functioning of its day-to-day operations (including, e.g. payment of service providers and suppliers), and (iv) for the investment in targeted marketing efforts that should both enhance brand visibility and engagement as well as foster penetration in the live-streaming market itself.
Dividend Rights	Holders of the Offered Shares will be immediately entitled to dividends and other distributions, if any, declared by Vinivia.
Voting Rights	Subject to certain restrictions, each Share carries one vote at shareholders' meetings of Vinivia. Voting rights can only be exercised following registration of the relevant shareholder in Vinivia's share register as a shareholder with voting rights, which is subject to certain qualifications. See "*Description of Vinivia's Share Capital and the Shares*."
Treasury Shares	As of December 19, 2023, Vinivia held 59,565 Shares in treasury (representing 0.59565% of the issued Shares on December 9, 2023). Vinivia will purchase the required Offered Shares from Graf & Genovese AG as well as the two majority shareholders, Stefan Graf and Marcello Genovese in order to satisfy the delivery obligations vis-à-vis investors.
Risk Factors	**PURCHASING OR INVESTING IN SHARES INVOLVES SIGNIFICANT RISKS. FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN DECIDING WHETHER TO PURCHASE OR INVEST IN SHARES, SEE "*RISK FACTORS*."**
Swiss Taxation	For a discussion of Swiss withholding tax, Swiss securities turnover tax and Swiss income taxes in respect of the Shares, see "*Taxation—Switzerland*." Any dividends and other distributions paid or made on the Shares are subject to Swiss withholding tax (*Verrechnungssteuer*), currently at a rate of 35%, except if paid out of reserves from capital

	contributions (*Reserven aus Kapitaleinlagen*). See "*Taxation—Switzerland.*"
Applicable Law; Jurisdiction	Swiss law; City of Zug, Switzerland.
Swiss Security Number (*Valorennummer*) for the Shares	118109936
International Securities Identification Number (ISIN) for the Shares	CH1181099362
Publications/Amendments	Any notices containing or announcing amendments to the terms of the Offering or to this Prospectus will, if required under the FinSA, be announced through a supplement to this Prospectus.
Review Body	regservices.ch by BX Swiss AG, Talacker 50, 8001 Zurich, Switzerland.
Date and Approval of Prospectus Date	This Prospectus is dated, and was approved by the Review Body as a prospectus withing the meaning of article 35 of the FinSA on, January 12, 2024.

EXPECTED TIMETABLE

January 12, 2024	Start of public offering
March 8, 2024	End of public offering

Closing is expected to be made through the facilities of SIS as soon as practicable after receipt of signed documents from the relevant investors.

RISK FACTORS

You should consider carefully, among other things and in light of your financial circumstances and investment objectives, all the information in this Prospectus and, in particular, the specific risk factors set out below, before making an investment decision with respect to the Offered Shares. The risks described below may not be the only risks to which we and/or the shareholders are exposed. The additional risks not presently known or currently deemed immaterial may also impair our business, results of operations and financial condition. The realization of one or more of these risks could individually or together with other circumstances adversely affect our business, results of operations and financial condition. In addition, each of the risks set out below could adversely affect the price of the Shares and you may lose part or all of your investment. This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including the risks we face that are described below and elsewhere in this Prospectus. The selected sequence of the risk factors mentioned below represents neither a statement about the probability of the risks' realization nor an assessment of the extent of the economic effects or the importance of the risks.

Investment decisions should not be made solely on the basis of the risk warnings set out in this Prospectus since such information cannot serve as a substitute for individual advice and information which is tailored to the requirements, objectives, experience, knowledge and circumstances of each prospective investor individually.

Only prospective investors who are fully aware of the risks associated with the investment in the Offered Shares and who are financially able to bear any losses that may arise, should consider engaging in transactions of this type.

RISKS RELATING TO VINIVIA

GENERAL START-UP VIABILITY

Start-ups such as Vinivia face inherent risks due to limited operating histories and often unproven business models. As a result, we may struggle with cash flow management, securing financing, and achieving market fit. The high rate of failure among start-ups is a testament to these challenges, making investment in start-ups like us inherently risky.

LIQUIDITY RISK

Liquidity, or ready access to funds, is essential to our business. We seek to maintain available liquidity to meet our obligations.

Our liquidity could be impaired if we were unable to access the capital markets, sell our Shares or if our costs increase.

Vinivia currently finances itself by the sale of its Shares, which it repurchases for such purposes from one of its current significant shareholders. An inability to obtain financing, including by the sale of Shares, could have a substantial adverse effect on our liquidity. We have discontinued one of our products, Vinivia Event Manager, as of mid last year (see "*Vinivia AG—Vinivia at a glance—Vinivia Event Manager*") and may be unable to raise funds to support or expand our remaining and future businesses, in particular the Vinivia App (see "*Vinivia AG—Vinivia at a glance—Vinivia App (live streaming platform)*"), adversely affecting the results of our operations. If we are unable to raise needed funds in the capital markets (including through offerings of Shares), we may pay our liabilities late or may need to liquidate assets to meet our liabilities. In a time of reduced liquidity, we may be unable to sell some of our assets, or we may need to sell assets at depressed prices, which in either case could adversely affect the results of our operations and financial condition. If we are unable to raise sufficient funds, including through the sale of the Offered Shares or Shares, this can significantly impact our operations and financial stability and we may have to file for bankruptcy, resulting in a total loss for our shareholders and investors in the Offered Shares.

TECHNOLOGY RISK

We are subject to the challenge of keeping up with rapid technological developments and changes.

We are a start-up company active in the live-streaming market that heavily relies on our technology and technology used by us. Like all start-ups in the tech industry, we must invest continuously in development of our technology and new technological solutions to stay ahead. However, this comes with the risk of allocating resources to technologies that may turn out to be defective, may not yield the desired market response, or could quickly become outdated due to new innovations. Additionally, the integration of new technologies can disrupt existing operations and require substantial training and adaptation. Late or wrong investments in technology may have an adverse impact on our results of operations.

OPERATIONAL RISKS

We are exposed to a wide variety of operational risks, including cybersecurity and other information technology risks.

Operational risk is the risk of financial loss arising from inadequate or failed internal processes, people or systems or from external events. Our business faces a wide variety of operational risks, including technology risk that stems from dependencies on information technology, third-party suppliers and the telecommunications infrastructure. Cybersecurity and other information technology risks have significantly increased in recent years and we may face an increased risk of cyber attacks or heightened risks associated with a lesser degree of data and intellectual property protection in certain foreign jurisdictions in which we operate.

Cybersecurity risks have also significantly increased in recent years in part due to the growing number and increasingly sophisticated activities of malicious cyber actors, including organized crime groups, state-sponsored actors, terrorist organizations, extremist parties and hackers. In the event of a cyber attack, information or security breach, personal data breach or technology failure, we may experience operational issues, or the unauthorized release, gathering, monitoring, misuse, loss or destruction of confidential, proprietary and other information relating to us, our clients, employees, vendors, service providers, counterparties or other third parties. Emerging technologies, including the increasing use of automation, artificial intelligence and robotics, as well as the broad utilization of third-party financial data aggregators, could further increase our cybersecurity risk and exposure.

If any of our systems do not operate properly or are compromised as a result of cyber attacks, information or security breaches, personal data breaches, technology failures, unauthorized access, loss or destruction of data, unavailability of service, computer viruses or other events that could have an adverse security impact, we could, among other things, be subject to litigation or suffer financial loss not covered by insurance, a disruption of our businesses, liability to our clients, employees, counterparties or other third parties, damage to relationships with our vendors or service providers, regulatory intervention or reputational damage. Any such event could also require us to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures. We may also be required to expend resources to comply with new and increasingly expansive regulatory requirements related to cybersecurity.

Our actual results may differ from our estimates and valuations.

We make estimates and valuations that affect our reported results. These estimates are based on judgment and available information, and our actual results may differ materially from these estimates. In particular, establishing a viable revenue model is critical. This involves balancing user acquisition costs with potential revenue, which can be challenging in a market where users have high expectations for free or low-cost services. Incorrect pricing strategies or reliance on unstable revenue streams (like fluctuating ad revenues) can jeopardize our financial stability.

We are dependent on services from qualified third-parties.

Many start-ups, including Vinivia, rely on third-party platforms for essential services like cloud hosting, payment processing, or content distribution. This dependency places the start-up at the mercy of third-party terms and conditions, pricing changes, and service availability. A sudden change in any of these factors can significantly impact our operations and financial stability. Additionally, liquidity constraints (see above at "*Our liquidity could be impaired if we were unable to access the capital markets, sell our Shares or if our costs increase*") may lead to delays in payments of our third-party service providers, which could lead to a temporary or permanent cessation of the provision of such services and could severely endanger or viability.

COMPETITION

We face intense competition.

The tech and live-streaming market is characterized by intense competition. Start-ups must differentiate their offerings and continually innovate to stay relevant. This environment can lead to a rapid burnout of resources in an attempt to outpace competitors. Additionally, new entrants to the market can quickly change the competitive landscape, making it difficult for start-ups to maintain their position. Competition is based on many factors, including the products and services offered, pricing, distribution systems, customer service, or brand recognition. We can give no assurance that our results of operations will not be adversely affected.

We must recruit and retain highly skilled employees.

Our performance is largely dependent on the talents and efforts of highly skilled individuals. Competition for qualified employees is intense and the hiring market has been and is expected to continue to be extremely competitive. Our continued ability to compete effectively in our businesses depends on our ability to attract new employees and to retain and motivate our existing employees. Moreover, start-ups like Vinivia often compete with larger firms for talent, which can offer more security and higher compensation. High employee turnover can disrupt operations and lead to knowledge loss, impacting innovation and growth. This may have an adverse impact on our results of operations.

We face competition from new technologies.

Our businesses face competitive challenges from new technologies. We have made, and may continue to be required to make, significant additional expenditures to develop and support or otherwise invest in technology to maintain our competitive position.

Our results depend on our success to acquire and retain users.

Gaining and retaining users in a competitive digital environment requires effective marketing and a compelling value proposition. The cost of acquiring new users can be very high, and there's no guarantee of long-term user retention. A start-up like Vinivia must continuously innovate and adapt to user preferences and market trends to keep its user base engaged and growing.

COUNTRY AND CURRENCY EXCHANGE RISK

Country risks may increase market and credit risks we face.

Country, regional and political risks are components of market risk. Financial markets and economic conditions generally have been and may in the future be materially affected by such risks. Economic or political pressures in a country or region, including those arising from local market disruptions, currency crises, monetary controls or other factors, may adversely affect the ability of clients or counterparties located in that country or region to perform their obligations to us, which in turn may have an adverse impact on our results of operations.

We may face significant losses in emerging markets.

An element of our strategy is to increase our businesses in emerging market countries. Our implementation of this strategy will increase our existing exposure to economic instability in those countries. We monitor these risks. Our efforts at limiting emerging market risk, however, may not always succeed. In addition, various emerging market countries have experienced and may continue to experience severe economic, financial and political disruptions or slower economic growth than in previous years, including significant devaluations of their currencies, defaults or threatened defaults on sovereign debt and capital and currency exchange controls. The possible effects of any such disruptions may include an adverse impact on our businesses.

Currency fluctuations may adversely affect our results of operations.

We are exposed to risk from fluctuations in exchange rates for currencies, particularly the U.S. dollar. Our capital financial reports are stated in Swiss francs, and we do not hedge our position against changes in currency exchange rates. The Swiss franc remained strong in 2023.

As we incur a significant part of our expenses in Swiss francs while we generate a large proportion of our revenues in other currencies, our earnings are sensitive to changes in the exchange rates between the Swiss franc and other currencies. The appreciation of the Swiss franc in particular and exchange rate volatility in general have had an adverse impact on our results of operations and capital position in recent years and may continue to have an adverse effect in the future.

LEGAL, REGULATORY AND REPUTATIONAL RISKS

We are subject to legal and regulatory risks

Start-ups, including in the live-streaming industry, must adhere to a myriad of regulations, which can vary significantly across different jurisdictions. Compliance involves understanding and implementing measures to adhere to laws related to consumer protection, content regulation, intellectual property, and data privacy. The dynamic nature of legislative landscapes, especially in technology and media, poses a constant challenge. Non-compliance can result in fines, legal disputes, and operational restrictions.

Damage to our reputation can significantly harm our businesses, including our competitive position and business prospects.

We may suffer reputational harm. Our ability to attract and retain customers, clients, investors and employees, and conduct business with our counterparties, can be adversely affected to the extent our reputation is damaged. Harm to our reputation can arise from various sources, including cyber incidents or technology failures. Adverse publicity or negative information in the media, posted on social media, or otherwise, whether or not factually correct, can also adversely impact our business prospects or financial results, which risk can be magnified by the speed and pervasiveness with which information is disseminated through those channels.

RISKS RELATING TO THE OFFERING AND THE OFFERED SHARES

No market for the Shares may develop and the price of the Shares may be volatile.

At the time of this Prospectus, the majority shareholders, directly or indirectly, hold 56.99% of the Shares. No assurance can be given that an active trading market for the Shares will develop.

If the Offering does not take place, our capital and liquidity could be adversely affected, and the price of the Shares could drop sharply.

If the Offering does not take place, this could adversely affect our ability to meet our liquidity demands and/or to achieve our strategic objectives. This would likely have an adverse effect on the valuation and/or viability of Vinivia and, hence, on the price of the Shares.

Shareholders outside of Switzerland may not be able to exercise preemptive subscription rights in connection with future offerings.

Under Swiss law, if not validly withdrawn or restricted, shareholders have certain transferable or non-transferable preemptive subscription rights to subscribe on a pro rata basis for issuances of new Shares or other securities that entitle holders to acquire new Shares (see "*Description of Vinivia's Share Capital and the Shares—Description of the Shares—Preemptive Subscription Rights*"). Due to laws and regulations in jurisdictions outside Switzerland, including the United States, the EEA and the UK, shareholders in those jurisdictions may not be able to exercise or sell their preemptive subscription rights unless we take action to register or otherwise qualify the relevant offering under the laws of that jurisdiction. We cannot assure you, in this event, that we would take any such action. If shareholders in such jurisdictions are unable to exercise or sell their preemptive subscription rights, their ownership interest in us would be diluted. Preemptive subscription rights of holders that are not permitted or unable to exercise or sell such rights may expire and become null and void and the holder thereof will not receive any compensation in respect of any such unexercised, unsold or invalid rights.

Future issuances of equity or debt securities that are convertible into equity may result in a dilution of shareholding.

We may choose to raise additional capital depending on market conditions or strategic considerations. To the extent that additional capital is raised through the issuance of equity or other securities that are convertible into equity, such issuance could dilute a shareholder's proportional ownership and voting interest in us if the new equity or other securities are issued without granting subscription rights to existing shareholders.

Shareholders in countries with currencies other than the Swiss franc face additional investment risk from currency exchange rate fluctuations in connection with their holding and/or sale of Shares.

The Share price is set only in Swiss francs and future payments of dividends, if any, on the Shares will be denominated in Swiss francs. The foreign currency equivalent of any dividend paid on the Shares or received in connection with any sale of the Shares could be adversely affected by the depreciation of the Swiss franc against such currency.

Vinivia's ability to pay dividends and make other distributions to its shareholders is dependent on external and other factors, including Vinivia's distributable profits.

There can be no assurance that funds will ever be available to pay dividends or other distributions to holders of Shares. Vinivia has no legal obligation to, and may not, declare dividends or other distributions on the Shares. Vinivia's ability to declare and pay cash dividends is restricted by, among other things, the availability of sufficient distributable profits from previous years and freely distributable reserves (each as presented on Vinivia's annual parent company balance sheet prepared in accordance with the requirements of Swiss law) and by the need for shareholder approval. Furthermore, any distribution proposal by the Board will depend on liquidity considerations and such other factors as Vinivia may deem relevant at the time of distribution.

It may be difficult for investors outside of Switzerland to serve process on or enforce foreign judgments against Vinivia in connection with the Offering.

Vinivia is organized under the laws of Switzerland. As a result, it may be difficult for investors outside of Switzerland to serve process on or enforce foreign judgments against Vinivia in connection with the Offering.

REASONS FOR THE OFFERING AND USE OF PROCEEDS

REASONS FOR THE OFFERING

Vinivia is a start-up company that is currently unable to cover its operating costs and planned investments with its operating income and available bank balances. The company currently has no credit lines with banks that it can utilize. As is usual for start-ups, Vinivia is therefore securing its liquidity in this phase primarily by selling its own shares, including the Offered Shares.

USE OF PROCEEDS

Assuming all Offered Shares are sold and based on the Offer Price of CHF 40.00 per Offered Share, the gross proceeds of the Offering are expected to be approximately CHF 28 million. On the same basis, the net proceeds of the Offering are expected to be approximately CHF 20 million after deduction of estimated commissions payable to our distributors, fees and expenses that will be payable by Vinivia. Vinivia will use the proceeds, amongst others, (i) for general corporate purposes ensuring seamless functioning of the company's organization, (ii) for the development and subsequent deployment of its live-streaming platform, software and application with a view to product launch, (iii) to ensure the functioning of its day-to-day operations (including, e.g. payment of service providers and suppliers), and (iv) for the investment in targeted marketing efforts that should both enhance brand visibility and engagement as well as foster penetration in the live-streaming market itself.

DIVIDENDS AND OTHER DISTRIBUTIONS

Vinivia has not paid any dividends so far and will likely not pay any dividends in the near future.

In order for Vinivia to declare and pay distributions, the distribution must be approved by shareholders holding an absolute majority of the votes represented at the general meeting of shareholders. The Board may propose distributions in the form of an ordinary dividend or in the form of a distribution of cash or property that is based upon a reduction of Vinivia's share capital recorded in the commercial register.

Ordinary dividends may be paid only if Vinivia has sufficient distributable profits from previous years or freely distributable reserves to allow the distribution of a dividend, in each case, as presented on Vinivia's annual standalone balance sheet prepared in accordance with the provisions governing preparation of financial statements for Swiss corporations and other requirements of Swiss law. Vinivia's auditor must confirm that a proposal made by the Board to shareholders regarding the appropriation of Vinivia's available earnings conforms to the requirements of the Swiss Code of Obligations and Vinivia's articles of association (*Statuten*). Furthermore, in order for Vinivia to pay dividends to its shareholders, a shareholders' meeting must approve the payment of such dividend by the absolute majority of the votes represented. Dividends paid on Shares are subject to Swiss withholding tax, currently at a rate of 35%, except if paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*). If Vinivia pays a dividend on the Shares out of reserves from capital contributions, it will be required to simultaneously pay a dividend on the Shares out of profit or reserves (other than reserves from capital contributions) of at least the same amount. See "*Taxation—Switzerland*" for a summary of certain Swiss tax consequences for holders of Shares regarding dividends and other distributions paid or made thereon. As of December 31, 2023, Vinivia had no reserves from capital contributions.

A distribution of cash or property that is based upon a reduction of Vinivia's share capital requires a special audit report confirming that the claims of Vinivia's creditors remain fully covered by Vinivia's assets despite the reduction in the share capital recorded in the commercial register. Upon approval by the general meeting of the shareholders of the capital reduction, the Board must give public notice of the capital reduction in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) three times and notify Vinivia's creditors that they may request, within two months of the third publication, satisfaction of or security for their claims. Distributions of cash or property that are based upon a capital reduction are not subject to Swiss withholding tax. See "*Taxation—Switzerland*" for a summary of certain Swiss tax consequences regarding distributions paid on the Shares that are based upon a capital reduction.

All Shares are equally entitled to dividends and other distributions paid by Vinivia with respect to the Shares, if any. Holders of Offered Shares will be entitled to any dividends and any other distributions declared and paid or made on Shares, including any such distribution for the financial year 2023. For further information, see "*Description of Vinivia's Share Capital and the Shares*."

Vinivia only exists since its incorporation and entry in the Commercial Register of the Canton of Zug on February 10, 2020. Vinivia has not paid any dividends on the Shares since its incorporation.

VINIVIA AG

VINIVIA AT A GLANCE

Vinivia is a corporation based in Switzerland and a provider of interactive live streaming solutions for major events, e-commerce and content creation. Vinivia was founded in February 2020. The business activities of Vinivia AG extend, or with respect to the Vinivia Event Manager used to extend, to the following areas:

Vinivia Event Manager

The Vinivia Event Manager was a web-based event management platform that enables customers to organize, manage and conduct virtual and hybrid events of any size (e.g. meetings, workshops, trade fairs and conferences) online with the help of a web interface. The Vinivia Event Manager offered customers numerous interactive live streaming functions such as chats, surveys and Q&A. Vinivia customers paid a usage fee for the use of the Vinivia Event Manager. The Vinivia Event Manager has been in recent years the main revenue channel of Vinivia. The operating income of CHF 7,842,393 reported in the income statement for 2021 is attributable in full to the Vinivia Event Manager. The company generated the majority of this income in 2021 with three clients. In 2022, the total operating income of Vinivia amounted to CHF 16,232,876, of which the majority of CHF 13,147,020 was also attributable to the Vinivia Event Manager.

In order to focus on the Vinivia App (see below), the Vinivia Event Manager was discontinued in mid 2023.

Live Studio 1

By providing fully equipped live streaming and production studios, a further revenue channel will be added to the Vinivia Event Manager in the future. The "Live Studio 1" revenue channel consists of three different studio types, each of which is tailored to the specific production requirements of customers:

- ***Studio type 1:*** The main studio is a state-of-the-art production center in Zug. It has been in operation since Vinivia was founded in February 2020.

- ***Studio type 2:*** The mobile studio is a mobile unit that is equipped with the latest cameras and technologies and enables customers to produce high-quality live streams on the move. The mobile studio has been available since mid-2021.

- ***Studio type 3:*** In these specially equipped rooms, customers will be able to produce professional live streams and videos from various locations around the world. Vinivia expects to offer these studios from 2024.

Customers pay Vinivia a fee for the use of the studios. Depending on the agreement, Vinivia's services may also include the conception, planning, set-up and/or live streaming of the event.

In 2022, Vinivia generated revenue for the first time with Live Studio 1. Live Studio 1 contributed 0.33% to the company's operating result in the 2022 financial year.

Vinivia App (live streaming platform)

The Vinivia App application is a web-based interactive video-on-demand and live stream hosting platform. It offers customers the opportunity to shop directly in the live stream without advertising interruptions by means of tailored advertising and product placement.

The application is not yet available in the AppStore or on GooglePlay. In the second quarter of 2023, Vinivia began a test phase of the application in Pakistan. Vinivia selected Pakistan as a test market due to its particular demographic parameters, in particular because (1) Pakistan has more than 230 million inhabitants, (2) over 30% of the population uses social media and (3) a large proportion of the population is under 30 years old.

During the test phase, Vinivia identified various program errors in the application. In addition, it has become apparent that the performance of the application is not yet sufficiently scalable. Vinivia is therefore currently working on eliminating the identified errors and optimizing the application's technology. Once this improvement work has been completed, Vinivia plans to roll out the application in Pakistan.

At present, Vinivia is not yet generating any revenue with this application. The official market launch of the Vinivia App is planned for the first quarter of 2024. Vinivia intends to launch the application in stages in South

Asia, the United Arab Emirates, the USA, Africa, Europe, North America and the rest of the world and make it available via the AppStore and GooglePlay.

In the future, Vinivia plans to generate revenue with the application through live shopping, paid advertising, pay-per-view and channel subscriptions (for more information about the plans, see below "*Recent Developments—Outlook*").

Net Turnover 2020-2023

The net turnover of Vinivia AG for the last three financial years according to business area were as follows:

	Vinivia Event Manager	**Live Studio 1**	**Vinivia App**
2020	CHF 0.00	CHF 549'681.00	CHF 0.00
2021	CHF 7'200'000.00	CHF 642'392.98	CHF 0.00
2022	CHF 13'147'020.00	CHF 446'749.58	CHF 0.00

INVESTMENTS

Vinivia in 2023 acquired the assets of CLO-Z Inc., a company with real-time virtual try-on technology for clothes. In addition, Vinivia continuously invests in the development of its existing and of future technology in connection with its business, most importantly the Vinivia App, and related marketing efforts.

The majority of the company's current investments are being made with a view to its product as a whole (which includes the live-streaming platform but also the company itself as a going business). Investments go towards further developing of Vinivia's core team as well as into technology and product development in the form of the live-streaming platform. Over time, more and more efforts will be made towards marketing of the Vinivia brand as well as its offerings in the live-streaming sector. Geographical allocation of the company's investments is about 50% in Switzerland (core team as well as technology development) and about 50% international (product development and placement and marketing).

RECENT DEVELOPMENTS

Outlook

As from mid-year 2023, Vinivia made the decision to discontinue the Vinivia Event Manager and focus its efforts on the development, launch and marketing of Vinivia's livestreaming platform, i.e., the Vinivia app. Version 1 of the Vinivia app (accessible to Vinivia-internal people only) was launched on December 18, 2023, introducing the app's core live streaming capabilities, personalized content feeds, certain interactive experiences within streams (like polls and Q&A), and augmented reality features.

The future product launch is intended to be split into two versions: both a version 2.0 launch (intended to be a "public soft launch") and a version 2.1 launch (focused on stability) are scheduled are scheduled to happen from Mid-February through March 8, 2024. Amongst other things, these two versions aim to enhance our augmented reality to 2.0 level, to introduce monetization methods such as subscriptions, to introduce augmented reality digital goods, virtual gifts, etc., and to enable payments for consumers and payouts for creators. The app will also be made available in app stores and opened up to select creators during this period.

The Vinivia brand launch (which is indirectly linked to the launch of the app as described above) is set for March 8, 2024.

Following March 2024, subsequent launches of new versions of the app (i.e., versions 3, 4 etc.) will, amongst other things, introduce scheduled and recorded streams, further advancements in augmented reality reactions and interactions (e.g., virtual try-ons), additional monetization avenues (such as advertising/partner networks), artificial intelligence recommendations for creators before and during streams, creator subscriptions, and gamification. All of these incentives as well as all planned future additions to the app are aimed at both creator and consumer growth and retention.

Recent Share Offerings

Between March 30, 2021, and August 31, 2023, Vinivia sold a total of 3,491,737 shares to investors, whereby this figure also includes shares that investors received as bonus shares in addition to the shares purchased, for a total purchase price of CHF 36,833,140. In 2023, Vinivia repurchased 1,040,000 Shares from Graf & Genovese AG as well as the two majority shareholders, Stefan Graf and Marcello Genovese and sold or re-issued 983’537 Shares at a price of CHF28.00 per Share.

Vinivia used the proceeds in particular for the following purposes: Covering operating costs; research and development; the technical (further) development of the Vinivia Event Manager and the Vinivia App; marketing; acquisition of content creators (content creators); acquisition of additional shareholders (including through commission payments to intermediaries); and expansion of the studio and the "Live Production" department.

LITIGATION

Vinivia is an operating company and active as a provider of interactive live streaming solutions for major events, e-commerce and content creation. AS such, Vinivia is exposed to the risk of civil, administrative or other proceedings. However, as of the date of this Prospectus, there are no pending or impending court, arbitration or administrative proceedings that are of material importance to Vinivia's assets and liabilities or profits and losses

EMPLOYEE PARTICIPATION IN VINIVIA

The two members of the Board of Vinivia are co-founders of Vinivia and hold a significant amount of Vinivia's Shares (see at "*Shareholders—Significant Shareholders*."). Moreover, certain of Vinivia's employees hold Shares and receive Shares as part of their compensation and/or incentivation. However, there is no employee compensation scheme or other general employee participation plan currently in place.

PATENTS, LICENSES OR FINANCING CONTRACTS

Vinivia currently has no patents, licenses, or financing contracts upon which it is dependent.

Notwithstanding this, Vinvia is active in the development of software solutions and technologies and, as of the date of this Prospectus, Vinivia has applied for five patents to protect and further develop its proprietary technology, i.e., Augmented Reality Reactions for Live Streaming, System and Method for Delivering Augmented Reality Advertisements during Live Streaming, Livestream Condensation Algorithm for Creation of Shortened Stream Versions, ViniSLAM: A SLAM Algorithm for Front Cameras, and Human-Centric Coordinate System for Augmented Reality and Computer Vision Algorithms. These include patents in the field of artificial intelligence ("**AI**"). The ViniSlam is one of these patents. This AI technology allows the content creator to measure its entire environment in order to place Augmented Reality advertising appropriately. The so-called "pending patents" have been duly registered with the US Patent Office since June 22, 2023. We will continue to invest in research and development in order to continuously improve our Vinivia App and equip it with new functions. Our efforts will focus on the safety, user-friendliness and quality of our application.

Vinivia currently has no financing arrangements upon which it is dependent. Vinivia's current source of financing is the sale of its Shares, including the Offered Shares.

PRINCIPAL ESTABLISHMENTS

Vinivia’s registered and principal executive office is located at Chollerstrasse 37, 6300 Zug, Switzerland.

Vinivia currently does not own real estate but leases its office space.

EMPLOYEES

As of December 19, 2023, we had 29 employees in Switzerland and 10 employees in the United States of America. The company works with various external developers and service providers and utilizes the services of employer-of-record providers.

Our corporate titles include CEO, CFO, CLO, CMO, CTO and CPO. We have not experienced any significant strikes, work stoppages or labor disputes in recent years. We consider our relations with our employees to be good.

As of December 31, 2020, 2021, 2022 and 2023, respectively, the number of our employees were as follows:

2020	4
2021	7
2022	20
2023	39

BOARD OF DIRECTORS

BOARD OF DIRECTORS

Vinivia's articles of association (*Statuten*) (the "**Articles**") provide that the Board of Directors (the "**Board**") shall consist of one or more members. As of the date of this Prospectus, the Board consists of 2 members.

The election of the members of the Board and the Auditors and the discharge from liability of the members of the Board shall take place exclusively by a shareholders' meeting. The shareholders' meeting elects the members of the Board for a term of office until the completion of the next ordinary annual shareholders' meeting (an "**AGM**"). The members of the Board may be re-elected without limitation. If a member of the Board leaves before the end of his term of office, the Board may be managed by the remaining members, unless they deem it appropriate to convene an extraordinary shareholders' meeting (an "**EGM**"), and elect a replacement of the member of the Board. In the case of by-elections, the new members shall complete the term of office of their predecessors.

The Board passes resolutions with respect to all matters which are not delegated to another corporate body of the Company by law, by the Articles or by regulations. The Board's duties include:

- the ultimate management of the Company and the issuance of necessary instructions;
- the determination of the organization of the Company;
- the structuring of the accounting system, of the financial controls and of the financial planning;
- the appointment and dismissal of the persons entrusted with management and representation of the Company, and issuance of rules on the signature authority;
- the ultimate supervision of the persons entrusted with management, in particular in view of compliance with the law, these articles of association, regulations and directives;
- the preparation of the annual report;
- the preparation of the shareholders' meeting and the implementation of its resolutions;
- the adoption of resolutions on the change of the share capital to the extent that such power is vested in the Board, the ascertainment of capital changes, the ascertainment of a change of currency of the share capital, the preparation of the report on the capital increase, and the respective amendments of the articles of association (including deletions);
- the non-transferable and inalienable duties and powers of the Board pursuant to the Swiss Merger Act;
- the submission of a petition for debt-restructuring moratorium and the no¬tification of the court in case of over-indebtedness;
- other powers and duties reserved to the Board by law or these articles of association.

In all other respects, the Board may delegate in whole or in part the management and the representation of the Company within the framework set forth by the Articles and the law to one or several of its members or to third parties by establishing organizational regulations, in which the delegated tasks, the responsible bodies and the reporting are regulated, or by adopting a resolution.

The Board constitutes itself. It appoints from among its members a Chairman and may, if necessary, appoints one or several Vice-Chairmen (the "**Vice-Chairman**"), and the delegate or a secretary who need not be a member of the Board.

The AGM shall be held each year within six months of the close of the financial year of the Company. Unless organizational regulations adopted by the Board provide otherwise, the Board shall only have quorum if the majority of the members of the Board is present. In the case of a tie, the acting chair has the casting vote. The Board meets at the invitation of its Chairperson or, failing him, of the Vice-Chairperson or of another member of the Board as often as the business of the Company requires or if a member requests. The Board passes its resolutions and elects:

- at a meeting held physically;
- at a meeting held by electronic means; or
- by circular in writing or electronically in a form that allows proof by text, unless a member requests oral deliberation. In the event of resolutions being passed by electronic means, no signature is required, subject to any written regulation to the contrary by the Board.

The Board of directors has not delegated the management to an executive management but rather performs the management of Vinivia itself.

Composition of the Board of Directors

The members of the Board, who are also the two co-founders of Vinivia, as of the date of this Prospectus are listed below.

Name	Business address
Marcelo Genovese	Vinivia AG Chollerstrasse 37 6300 Zug Switzerland
Stefan Graf	Vinivia AG Chollerstrasse 37 6300 Zug Switzerland

The members of the Board of Vinivia currently do not perform principal activities outside Vinivia that are relevant to Vinivia. Within Vinivia, Stefan Graf currently performs the role of a CEO and Marcello Genovese performs the role of a CFO.

The members of the Board of Vinivia currently do not act, and did not act at any time in the past five years, as members of the administrative, management or supervisory bodies, or partners of listed and other major enterprises and companies where this is relevant to Vinivia.

Legal Proceedings and Convictions

The members of the Board of Vinivia have not been convicted for major or minor economic or white-collar crimes in the last five years and there are no legal proceedings brought by statutory or regulatory authorities, including designated professional associations, that are ongoing or have been concluded with a sanction.

Committees of the Board of Directors

The Board currently does not have any committees.

SHAREHOLDINGS AND LOANS

Board Shareholdings and Loans

As of December 19, 2023, the members of the Board (including immediate family members and companies in which they have a controlling interest) collectively held 5,699,428 Shares, corresponding to 56.99% of the voting rights in Vinivia as of December 19, 2023, and no option rights or Share awards. Additionally, Vinivia, as of December 19, 2023, held 59,565 Shares in treasury.

There are no loans from Vinivia to the members of the Board.

SHAREHOLDERS

SHAREHOLDER BASE

Vinivia has a shareholder base where the majority of the shareholders, individually, do not hold significant positions, with the vast majority of Shares (56.99% as of December 19, 2023) owned directly or indirectly (via Graf & Genovese AG) by Stefan Graf und Marcello Genovese.

As of December 19, 2023, 639 shareholders were listed in Vinivia's share register.

SIGNIFICANT SHAREHOLDERS

The following table discloses significant shareholders and significant groups of shareholders of Vinivia and their shareholdings (including purchase and sale positions according to the FMIA and its implementing ordinance). This information is provided based solely on the information received by Vinivia and Vinivia's shareholder register. The shareholdings (including purchase and sale positions) of such shareholders and groups of shareholders may have changed since the date of applicable notification.

Beneficial owner / person that can exercise the voting rights at their own discretion / licensee in the case of collective investment schemes	**Direct shareholder / collective investment scheme in the case of collective investment schemes**	**Purchase position / sale position[(1)]**	
		(in number of voting rights as of the date of the applicable notification)	**(in % of total voting rights as of the date of the applicable notification)**
Stefan Graf	Stefan Graf	2,900,000	29%
Marcello Genovese	Marcello Genovese	2,600,000	26%
LIYE Investments Ltd	LIYE Investments Ltd	367215	3.67%
Graf & Genovese AG[(2)]	Stefan Graf and Marcello Genovese[(2)]	199,428[(2)]	1.99%[(2)]

(1) The percentages shown in this column were calculated by the relevant shareholders and groups of shareholders based on the number of Shares registered with the commercial register of the Canton of Zug as of the date of this Prospectus.
(2) This position is below 3% but shown for transparency since Graf & Genovese AG is controlled by the shareholders Stefan Graf and Marcello Genovese.

CROSS SHAREHOLDINGS

There are no cross shareholdings in excess of 5% of capital or voting rights with any other company.

DESCRIPTION OF VINIVIA'S SHARE CAPITAL AND THE SHARES

This summary contains certain information in relation to the share capital of Vinivia and the Shares, as well as a brief description of certain significant provisions of Vinivia's articles of association (Statuten) and the Swiss Code of Obligations. This description does not purport to be complete and is qualified in its entirety by reference to Vinivia's articles of association (Statuten) and the laws of Switzerland in effect on the date of this Prospectus.

In particular, on June 19, 2020, the Swiss Parliament approved legislation that modernized certain aspects of Swiss corporate law. This legislative reform addressed, among other things, (i) the modernization of and increased flexibility for a stock corporation's capital base, (ii) the strengthening of shareholder rights, (iii) certain changes to financial distress/restructuring measures, (iv) corporate governance and executive compensation matters (including, among other things, the incorporation of the Compensation Ordinance into the Swiss Code of Obligations), and (v) certain socio-political topics (e.g., gender representation and disclosure requirements for companies active in the raw materials sector). Other than with respect to the new rules on gender representation and disclosure requirements for companies active in the raw materials sector, which, subject to transitional periods, came into effect on January 1, 2021, the new legislation came into effect on January 1, 2023 (with certain transitional periods as provided for therein). In light of this legislative reform, certain items described below will be subject to modification pursuant to this new legislation.

CAPITAL STRUCTURE

Overview of the Capital Structure

As of the date of this Prospectus, Vinivia has issued share capital of CHF 100,000.00 divided into 10,000,000 registered shares with a nominal value of CHF 0.01 each.

The Articles of Vinivia do, as of the date of this Prospectus, not provide for conditional capital (*bedingtes Kapital*) or a capital range (*Kapitalband*).

Participation Certificates and Profit Sharing Certificates

Vinivia has not issued any non-voting equity security, such as participation certificates (*Partizipationsscheine)* or profit sharing certificates (*Genussscheine*).

Treasury Shares

As of December 19, 2023, Vinivia, together with its subsidiaries, held 59,565 Shares in treasury (representing 0.59565% of the issued Shares on December 19, 2023). Vinivia will purchase the Offered Shares from Graf & Genovese AG to meet its delivery obligations in connection with the Offering.

DESCRIPTION OF THE SHARES

Form and Transfer of Shares

The Shares are registered shares (*Namenaktien*) with a nominal value of CHF 0.01 each. The Shares are issued as simple uncertificated securities (*einfache Wertrechte*) and are, to a large extent, registered as intermediated securities (*Bucheffekten*) in the main register (*Hauptregister*) of SIS. Shareholders have no rights to request the printing and delivery of certificates or the conversion of the Shares into another form. Vinivia may, however, at any time print and deliver certificates (individual share certificates, certificates or global certificates) or convert the Shares in another form and cancel issued certificates (if any). Shareholders registered in Vinivia's share register may at any time request from Vinivia a confirmation of the Shares that they hold according to Vinivia's share register.

The Shares rank *pari passu* in all respects with each other, including in respect of voting rights, entitlement to dividends, share of the liquidation proceeds in the case of a liquidation of Vinivia, and preemptive subscription rights (*Bezugsrechte, Vorwegzeichnungsrechte*). Vinivia does not have any shares carrying preferential rights.

Pursuant to article 5 para. 3 of the Articles, any transfer of the Shares registered as as intermediated securities (*Bucheffekten*), including the granting of securities on such Shares, is subject to the FISA. The transfer of such uncertificated Shares registered as intermediated securities (*Bucheffekten*)by way of an assignment is prohibited. In addition, security interest in any such uncertificated Shares registered as intermediated securities (*Bucheffekten*) cannot be granted by way of assignment.

Voting Rights

In principle, each Share represents one vote at a shareholders' meeting. Voting rights and the rights related thereto may be exercised only after a shareholder has been registered in Vinivia's share register as a shareholder with voting rights up to a specific qualifying day designated each time by the Board. Failing such registration, a shareholder may not vote at or participate in a shareholders' meeting but will still be entitled to receive dividends and other rights with financial value such as preemptive subscription rights.

Ordinary Capital Increase, Conditional and Capital Range

Under Swiss law, the share capital (*Aktienkapital*) of a company may be increased ordinarily in consideration of contributions in cash by a resolution passed at a shareholders' meeting by an absolute majority of the votes represented or by a higher quorum if so provided by the articles of incorporation. In the case of Vinivia, the Articles do not provide for a higher quorum. An increase in share capital in consideration of contributions in kind or by way of set-off, involving the exclusion of the preemptive subscription rights of the shareholders, or the transformation of reserves into share capital, requires a resolution passed by a majority of two-thirds of the shares represented (in person or by proxy) at a shareholders' meeting and the absolute majority of the nominal value of the shares represented (in person or by proxy) at the passing of the resolution.

Moreover, the introduction or increase of existing conditional share capital as well as the introduction of a capital range, as per the Articles of Vinivia, requires a resolution passed by a majority of two-thirds of the shares represented (in person or by proxy) at a shareholders' meeting and the absolute majority of the nominal value of the shares represented (in person or by proxy) at the passing of the resolution. Further, under the Swiss Code of Obligations, the shareholders of a company may empower its board of directors by passing a resolution in the manner described in the preceding sentence, to issue shares in a specific aggregate nominal amount up to 50% of the share capital, in the form of conditional capital (*bedingtes Kapital*) for the purpose of issuing shares to, among other things, (i) grant conversion rights or warrants to holders of convertible bonds or (ii) grant rights to employees of a company or affiliated companies to subscribe for new shares.

Additionally, under the Swiss Code of Obligations, the articles of incorporation may authorize the board of directors to change the share capital within a bandwidth (capital range, *Kapitalband*) for a maximum period of five years. The articles of incorporation stipulate the limits within which the board of directors may then increase and reduce the share capital. The upper limit of the capital range may not exceed the share capital entered in the commercial register by more than half. The lower limit of the capital range may not fall below the share capital entered in the commercial register by more than half. The articles of incorporation may limit the powers of the board of directors. In particular, they may provide that the board of directors may only increase or reduce the share capital. The articles of incorporation may only authorize the board of directors to reduce the share capital if the company has not waived the limited audit of the annual financial statements.

The Articles of Vinivia do, as of the date of this Prospectus, not provide for conditional capital (*bedingtes Kapital*) or a capital range (*Kapitalband*).

Shareholders' Meetings

Under Swiss law, the AGM must be held within six months after the end of a company's preceding financial year. In the case of Vinivia, this means on or before June 30.

In shareholders' meetings, except as noted below, each shareholder has equal rights, including equal voting rights in respect of Shares for which such shareholder is registered as a shareholder with voting rights in Vinivia's share register. According to the Articles, each such Share is entitled to one vote (as to restrictions on voting rights, see "—*Form and Transfer of Shares*" and "—*Voting Rights*" above).

Shareholders' meetings may be convened by the Board or, if necessary, by Vinivia's statutory auditors. Liquidators, if any, and representatives of bondholders, if any, are also entitled to call a shareholder meeting (AGM or EGM). EGMs can be called as often as necessary, in particular in all cases required by law. The Board is further required to convene an EGM if so resolved by a shareholders' meeting or if so requested by holders of Shares holding in aggregate at least 10% of the nominal share capital or votes of Vinivia. Shareholders holding Shares with a nominal value or voting rights of at least 5% have the right to request that a specific item appear on the agenda of the next shareholders' meeting. According to the Articles, such requests must be made in writing to Vinivia no later than 45 days prior to the shareholders' meeting.

A shareholders’ meeting must be convened at least 20 days prior to such meeting by publishing a notice of such meeting in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*).

The shareholders’ meeting is chaired by the Chairman, in his absence by the Vice-Chairman, or another member of the Board or another person designated by the Board. If no member of the Board is available and no other person has been designated by the Board, the acting chair shall be elected by the shareholders' meeting.

Resolutions and elections generally require the approval of a majority of the votes represented at the meeting, except as otherwise provided by mandatory provisions of law or by the Articles. Shareholders’ resolutions that require a vote by an absolute majority of the votes represented include (i) amendments to the Articles, unless a supermajority is required, (ii) election of members of the Board and statutory auditors, (iii) approval of the annual report and the statutory and consolidated, if applicable, accounts, (iv) discharging of the acts of the members of the Board and (v) determination of the appropriation of retained earnings.

An approval by a majority of at least two-thirds of the votes represented and the majority of the nominal value of the Shares represented is, among other things, required for resolutions on (i) the amendment of the business purpose of the Company; (ii) the combination of shares, insofar as this does not require the consent of all affected shareholders; (iii) an increase in share capital through the conversion of equity surplus, against contributions in kind or by set-off against a claim and the granting of special privileges; (iv) the limitation or withdrawal of subscription rights; (v) the introduction or increase of conditional share capital or the introduction of a capital range; (vi) the conversion of participation certificates into shares; (vii) the restriction of the transferability of registered shares and the cancellation of such a restriction; (viii) the introduction or the issuance of shares with privileged voting rights or the increase of the voting power of existing privileged voting rights; (ix) the change of currency of the share capital; (x) the introduction of the casting vote of the acting chair in the shareholders’ meeting; (xi) the introduction of a provision in the articles of association concerning the conduct of a shareholders’ meeting abroad; (xii) the relocation of the place of incorporation of the Company; (xiii) the introduction of an arbitration clause in the articles of association; (xiv) the waiver of the designation of an independent voting rights representative for the conduct of a virtual shareholders’ meeting; and (xv) the dissolution of the Company.

Shareholders of Vinivia can be represented at the shareholders' meeting by its legal representative or, by means of a proxy by any other authorized representative of his choice. All Shares held by a shareholder may only be represented by one person. At shareholders’ meetings, the acting chair of the shareholders’ meeting shall determine whether resolutions and elections are to be decided by open ballot, in writing or electronically in a form that allows proof by text.

Only shareholders registered in Vinivia’s share register with the right to vote are entitled to participate at shareholders’ meetings. See “—*Form and Transfer of Shares*” above. The Board will inform the shareholders in the relevant invitation to the shareholders’ meeting of the deadline by which the Shares and the shareholder must be registered in Vinivia’s share register in order to participate and vote at such shareholders’ meeting, or to be represented by proxy at such shareholders’ meeting.

Shareholders’ Inspection Rights

A shareholder may, upon application to Vinivia, inspect the minutes of the shareholders’ meeting. In accordance with Swiss law, Vinivia makes its annual report and the auditor’s reports available for inspection by shareholders at its registered address at least 20 days prior to each AGM. Any shareholder may request a copy of these reports in advance of or after the AGM. In addition, at a shareholders’ meeting, a shareholder may request information from the Board concerning the business and operations of Vinivia and may request information from the auditors concerning the performance and results of their examination of the financial statements. In companies whose shares are not listed on a stock exchange, shareholders who together represent at least 10% of the share capital or votes may request information from the board of directors in writing about the company's affairs. Vinivia may refuse to provide that information to a shareholder if, in its opinion, the disclosure of the requested information would reveal confidential business secrets or infringe other protected interests of Vinivia.

Shareholders’ Right to Bring Derivative Actions

Under the Swiss Code of Obligations, an individual shareholder may bring an action in the shareholder’s own name, for the benefit of Vinivia, against Vinivia’s directors, officers or liquidators, that seeks to allow Vinivia to recover any damages it has incurred due to intentional or negligent breach by such directors, officers or liquidators of their duties.

Allocation of Annual Net Profit

Under Swiss law, dividends are paid if so resolved by a resolution of the shareholders' meeting. The Board may propose to the shareholders' meeting that a dividend be paid, but cannot itself set the dividend. Vinivia's statutory auditors must confirm that any proposal by the Board to declare a dividend is in accordance with Swiss law and the Articles. Dividends may be paid by Vinivia if, based on its audited parent company financial statements prepared in accordance with the Swiss law, Vinivia has sufficient distributable profits from the previous financial years or sufficient free reserves to allow the distribution of a dividend. In addition, at least 5% of the annual net profit of Vinivia must be appropriated and booked as statutory retained earnings until, when taken together with the statutory capital reserve, they reach one half of the share capital specified in the commercial register for Vinivia. Any remaining net profit may be allocated by the shareholders represented at the shareholders' meeting.

See also "*Dividends and Other Distributions.*" Dividends are usually due and payable not earlier than three days after the shareholders' resolution relating to the allocation of profits has been passed. The statute of limitations in respect of dividend payments is five years.

Vinivia has not paid any dividends for its time of existence.

For information about Swiss withholding tax, see "*Taxation—Switzerland—Taxation in respect of Offered Shares—Swiss Withholding Tax.*"

Preemptive Subscription Rights

Under Swiss law, existing shareholders have certain pre-emptive subscription rights (*Bezugsrechte, Vorwegzeichnungsrechte*) to subscribe for new issues of shares, option bonds, convertible bonds or similar debt instruments with option or convertible rights in proportion to the nominal amount of shares held. A resolution adopted by a majority of at least two-thirds of the votes and the majority of the share capital, in each case, represented at the shareholders' meeting, may limit or exclude pre-emptive subscription rights in certain limited circumstances.

Borrowing Powers

Neither Swiss law nor the Articles generally restrict Vinivia's power to borrow and raise funds. The decision to borrow funds is made by, or under the direction of, the Board and no shareholders' resolution is required in relation to any such borrowing.

Conflicts of Interest

Swiss law does not contain any general provision in relation to the handling of conflicts of interests within a company's organization. However, the Swiss Code of Obligations contains a provision that requires directors and members of the management of Vinivia to apply due care and generally to safeguard the interests of Vinivia in the performance of their respective duties (duty of care and of loyalty). This rule is generally understood to disqualify directors and members of the management from participating in decisions that directly affect them.

Further, holders of signatory powers for Vinivia may in certain circumstances be unable to validly exercise such powers by reason of a conflict of interest. Pursuant to the Swiss Code of Obligations (article 718b), if, in connection with the conclusion of a contract, Vinivia is represented by the person with whom it is concluding the contract, such contract must be in writing. This requirement does not apply to contracts relating to daily business matters if the value of Vinivia's performance under the contract does not exceed CHF 1,000.

In addition, Swiss law contains provisions under which the members of the Board and all persons engaged in the management may become liable to Vinivia, to each shareholder and to Vinivia's creditors for damages caused by an intentional or negligent violation of their duties. Furthermore, Swiss law contains a provision under which payments made and other benefits granted to a shareholder or a member of the Board or any persons associated with them, other than at arm's length terms, must be repaid to Vinivia if the recipient thereof was acting in bad faith.

Repurchase of Shares and Own Shares

Swiss law limits the right of Vinivia to repurchase and hold Shares. Vinivia and its subsidiaries may repurchase Shares only if and to the extent that (i) Vinivia has freely distributable reserves in the amount of the purchase price, and (ii) the aggregate nominal value of all Shares held by Vinivia does not exceed 10% of Vinivia's share capital (20% in specific circumstances). Vinivia must create a special reserve in its financial statements in the amount of the purchase price of any repurchased Shares. In Vinivia's consolidated financial statements, own Shares are recorded at cost and reported as treasury Shares, resulting in a reduction in total shareholders' equity.

Shares held by Vinivia or its subsidiaries are not entitled to vote at shareholders' meetings, but are entitled to the economic benefits, including dividends, applicable to Shares generally.

Vinivia may from time-to-time place orders for Shares to satisfy obligations under agreements with employees, and potentially for Shares to be used as consideration in acquisitions. In addition, Vinivia may purchase Shares with the intent of cancellation. Vinivia may, and plans to, purchase Shares for the purpose of delivering Offered Shares to investors in connection with this Offering.

In 2023, Vinivia repurchased 1,040,000 Shares and sold or re-issued 983'537 Shares. Of these, all Shares were purchased from Graf & Genovese AG, predominantly for purposes of selling shares to new investors. As of December 19, 2023, Vinivia, together with its subsidiaries, held 59,565 Shares in treasury (representing 0,59565% of the issued Shares on December 19, 2023).

Duration and Liquidation

The Articles do not limit Vinivia's duration. Vinivia may be dissolved at any time, by way of liquidation or in the case of a merger in accordance with the Swiss Merger Act, based on a shareholders' resolution, which must be passed by (i) in the case of dissolution by way of liquidation, a supermajority of at least two-thirds of the votes and a majority of the par value of the shares represented at the shareholders' meeting. In the event that Vinivia is to be dissolved without liquidation (for example, in a merger where Vinivia is not the surviving entity), special quorum rules apply by law. Under Swiss law, any surplus arising out of liquidation (after the satisfaction of all creditors) must be used first to repay the nominal share capital of Vinivia. Thereafter, any balance must be distributed to shareholders in proportion to the paid-up nominal value of Shares held.

Foreign Investment and Exchange Control Regulations in Switzerland

Other than in connection with government sanctions imposed on certain persons and organizations and certain measures in connection with the situation in the Ukraine, there are currently no government laws, decrees or regulations in Switzerland that generally restrict the export or import of capital, including, but not limited to, Swiss foreign exchange controls on the payment of dividends, interest or liquidation proceeds, if any, to non-resident holders of the Shares.

Mandatory Bid Rules

There is no obligation to make a takeover offer under the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of June 19, 2015, as amended, and its implementing ordinances with respect to Shares of Vinivia due to the absence of a listing and/or admission to trading on a Swiss stock exchange or Swiss trading venue.

Compensation Ordinance

Vinvia has not been, and is not, subject to the provisions of the Compensation Ordinance due to the absence of a listing and/or admission to trading on a Swiss stock exchange or Swiss trading venue. As of January 1, 2023, the provisions of the Compensation Ordinance have, subject to certain modifications thereof, been incorporated in the Swiss Code of Obligations as part of the legislative reform described in the introductory paragraphs to this section, and, as of the same date, the Compensation Ordinance no longer had any force or effect. Vinivia is not subject to these regulations on compensation, either.

Compensation Report

Due to the absence of Vinivia is not subject to the duty to prepare an annual written compensation report due to the absence of a listing and/or admission to trading on a Swiss stock exchange or Swiss trading venue.

SWISS TAXATION

Prospective investors should consult their professional advisers on the tax consequences of receiving, purchasing, holding, or selling any Offered Shares in light of their own particular circumstances, including the effect of the laws of their country of citizenship, residence or domicile. The discussions that follow for each jurisdiction are based upon the applicable laws and regulations and interpretations thereof as of the date hereof, all of which laws and interpretations are subject to change or differing interpretations, which changes or differing interpretations could apply retroactively.

Taxation in respect of the Shares

Swiss Withholding Tax

Non-taxable and taxable distributions

Subject to certain conditions, the proceeds from the Offered Shares less certain deductions will qualify as reserves from capital contributions and the nominal value of the Offered Shares.

Dividends on the Shares made or paid by Vinivia out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*), distributions on the Shares made or paid by Vinivia based upon a reduction in the nominal value of the Shares (*Nennwertrückzahlungen*), and the purchase price for Shares repurchased by Vinivia for a capital reduction paid out of reserves from capital contributions and the nominal value of Shares will be exempt from Swiss withholding tax.

Dividends and other cash or in-kind distributions (including scrip or stock dividends) on the Shares made or paid by Vinivia out of profit or reserves (other than reserves from capital contributions) and the purchase price less the nominal value for Shares repurchased by Vinivia for a capital reduction paid out of profit or reserves (other than capital contribution reserves) will be subject to Swiss withholding tax, currently at a rate of 35%.

If Vinivia pays a dividend on the Shares out of reserves from capital contributions, it will be required to simultaneously pay a dividend on the Shares out of profit or reserves (other than reserves from capital contributions) of at least the same amount. If Vinivia repurchases Shares for a capital reduction, it must pay at least half of the purchase price, less the nominal value of the Shares repurchased for such capital reduction, out of reserves from capital contributions, and may not pay more than half of the purchase price, less the nominal value of the Shares repurchased for such capital reduction, out of profit or reserves (other than reserves from capital contributions).

Any Swiss withholding tax described above must be deducted by Vinivia on the gross taxable amount of the dividend or other distribution or the purchase price, as applicable, and be remitted by Vinivia to the Swiss Federal Tax Administration.

Refund of Swiss withholding tax

Persons resident in Switzerland and persons resident outside of Switzerland who hold Shares in a business carried on through a permanent establishment in Switzerland

The relevant Swiss tax authority will refund or credit the Swiss withholding tax deducted by Vinivia on the taxable amounts of any dividend or other distribution on any Share, or the purchase price for any Share repurchased by Vinivia for a capital reduction, in full to a person who (i) is resident in Switzerland or is resident outside of Switzerland but holds (or, in the case of any such repurchase, held) such Share in a business carried on through a permanent establishment in Switzerland for tax purposes, and (ii) among other things, is the beneficial owner of such dividend or other distribution on, or such purchase price for, such Share repurchased by Vinivia for a capital reduction and duly reports such dividend or other distribution or purchase price, as applicable, in their income tax return or their financial statements, as applicable, for the relevant taxation period.

Persons resident outside Switzerland who do not hold Shares in a business carried on through a permanent establishment in Switzerland

In the case of Swiss withholding tax deducted by Vinivia on the taxable amounts of any dividend or other distribution on Shares, or the purchase price for Shares repurchased for a capital reduction, a person who (i) is not resident in Switzerland and (ii) does not hold (or, in the case of a repurchase of Shares for a capital reduction, did not hold) such Shares in a business carried on through a permanent establishment in Switzerland for tax purposes, may be entitled to a full or partial refund of such Swiss withholding tax, if the country in which such person resides for tax purposes has entered into a bilateral treaty for the avoidance of double taxation with Switzerland, such person is the beneficial owner of such dividend or other distribution or such purchase price and the conditions of the applicable treaty are met. A reduction of any such Swiss withholding tax at source is not provided for by Switzerland for portfolio holdings and, therefore, is not permissible. Holders of Shares should be aware that the procedures for claiming treaty benefits (and the time frame required for obtaining a tax refund) may differ from country to country and should consult their own legal, financial or tax advisors regarding the procedures for claiming a refund of any Swiss withholding tax.

Persons resident in the U.S.

In the case of Swiss withholding tax deducted by Vinivia on the taxable amounts of any dividend or other distribution on Shares, or the purchase price for Shares repurchased for a capital reduction, a person who (i) is (x) a resident of the U.S. for purposes of the Convention between the United States of America and the Swiss Confederation for the Avoidance of Double Taxation (the "**Double Taxation Treaty**") without taxable presence in Switzerland to which such Shares are attributable or (y) a qualified U.S. pension fund and (ii) is (or, in the case of any such repurchase, at the time of such repurchase, was) the beneficial owner of such Shares and is the beneficial owner of such dividend or other distribution, as applicable, and meets the conditions of the Double Taxation Treaty, may apply for a full refund of such Swiss withholding tax in the case of qualified U.S. pension funds or in excess of the amount of the 15% Double Taxation Treaty rate in all other cases. The claim for refund must be filed on Swiss Tax Form 82 (82C for corporations, 82I for individuals, 82E for other entities and 82R for regulated investment companies), which forms may, together with an instruction form, be downloaded from the Swiss Federal Tax Administration's website, obtained from any Swiss consulate general in the U.S., or obtained from the Swiss Federal Tax Administration at the address below. Four copies of the applicable form must be duly completed and signed before a notary public of the U.S., and three of such completed and signed copies must be sent to the Swiss Federal Tax Administration, Eigerstrasse 65, 3003, Bern, Switzerland. The form must be accompanied by suitable evidence of deduction of the Swiss withholding tax, such as certificates of deduction, bank vouchers or credit slips. The form must be filed no later than December 31 of the third year following the calendar year in which the dividend or other distribution subject to the Swiss withholding tax became payable.

Swiss Issue Tax

Vinivia will be subject to Swiss issue tax (*Emissionsabgabe*) of 1% of the proceeds from the Offering, less allowable deductions.

Swiss Securities Turnover Tax

The issue of the Offered Shares and the delivery of the Offered Shares in the Offering against payment of the Offer Price or the Share Placement Price to the initial holders thereof (primary market) will be exempt from Swiss securities turnover tax (*Umsatzabgabe*).

The trading of the Shares in the secondary market will be subject to Swiss securities turnover tax, currently at a rate of 0.15% of the consideration paid for the Shares traded, if a securities dealer (as defined in the Swiss Act on Stamp Duties of June 27, 1973, as amended) in Switzerland or the Principality of Liechtenstein is a party to, or acts as an intermediary for, the transaction and no statutory exemption applies in respect of one or both of the parties to the transaction. In such case and subject to any applicable statutory exemptions, typically half of the Swiss securities turnover tax is charged to one party to the transaction and the other half to the other party.

Swiss Income Taxes

Dividends and other distributions

Shares held by Swiss resident individuals as private assets

For holders of Shares who (i) are individuals resident in Switzerland for tax purposes and (ii) hold such Shares as private assets, dividends and other distributions on Shares made or paid by Vinivia out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*), distributions on Shares made or paid by Vinivia based upon a reduction in the nominal value of Shares (*Nennwertrückzahlungen*), and the purchase price for Shares repurchased by Vinivia for a capital reduction paid out of reserves from capital contributions and the nominal value of Shares are exempt from Swiss federal, cantonal and communal income taxes. For such holders, all other dividends and other distributions and the purchase price for Shares repurchased by Vinivia for a capital reduction not paid out of reserves from capital contributions and the nominal value of Shares are subject to Swiss federal, cantonal, and communal income taxes.

If Vinivia pays a dividend on the Shares out of reserves from capital contributions, it will be required to simultaneously pay a dividend on the Shares out of profit or reserves (other than reserves from capital contributions) of at least the same amount. If Vinivia repurchases Shares for a capital reduction, it must pay at least half of the purchase price, less the nominal value of the Shares repurchased for such capital reduction, out of reserves from capital contributions, and may not pay more than half of the purchase price, less the nominal value of the Shares repurchased for such capital reduction, out of profit or reserves (other than reserves from capital contributions).

Refer to "—*Shares held as assets of a Swiss business*" below for a summary of the taxation treatment of individuals who are classified as "professional securities dealers."

Shares held as assets of a Swiss business

Corporate taxpayers resident in Switzerland, individual taxpayers resident in Switzerland who hold Shares as assets of a Swiss business, and corporate and individual taxpayers resident outside Switzerland who hold Shares as part of a business carried on through a permanent establishment in Switzerland for tax purposes, are required to recognize payments of dividends and other distributions on such Shares (including repayment of the nominal value of such Shares and distributions on such Shares out of reserves from capital contributions), and the purchase price for any such Shares repurchased by Vinivia for a capital reduction, in their income statement for the relevant taxation period, and are taxed on any net taxable earnings on such Shares (including such payments) for such taxation period at the then prevailing tax rates.

The above-described taxation treatment also applies to Swiss resident individuals who, for Swiss income tax purposes, are classified as "professional securities dealers" for reasons of, among other things, frequent dealings, or leveraged transactions, in securities.

A holder of Shares that is (i) a Swiss corporation or a Swiss co-operative or (ii) a non-Swiss corporation or a non-Swiss co-operative that holds such Shares as part of a business carried on through a permanent establishment in Switzerland for tax purposes, may benefit from relief from taxation of dividends and other distributions on such Shares (including repayment of the nominal value of such Shares and distributions on such Shares out of reserves from capital contributions), and the purchase price for any such Shares repurchased by Vinivia for a capital reduction by way of a participation exemption (*Beteiligungsabzug*), if at the time of such dividend or other distribution or such repurchase, such Shares have a market value of at least CHF 1 million.

Shares held by persons resident outside of Switzerland who are not engaged in a business carried on through a permanent establishment in Switzerland

A holder of Shares who (i) is not a resident of Switzerland for tax purposes and (ii) during the relevant taxation period has not engaged in a business carried on through a permanent establishment in Switzerland for tax purposes to which such Shares are attributable, will not be subject to any Swiss federal, cantonal or communal income tax as a result of the receipt of dividends or other distributions on such Shares, or the purchase price for any such Shares repurchased by Vinivia for a capital reduction.

Refer to "—*Taxation in respect of the Shares—Swiss Withholding Tax*" above for a summary of the taxation treatment of dividends and other distributions on the Shares and the purchase price received for Shares repurchased by Vinivia for capital reduction.

Capital gains

Shares held by Swiss resident individuals as private assets

A capital gain realized by a holder of Shares (other than a capital gain on the sale of Shares to Vinivia for a capital reduction) who (i) is an individual resident in Switzerland for tax purposes and (ii) holds such Shares as private assets is classified as a tax-exempt private capital gain and a capital loss realized by such a holder will be classified as a non-tax-deductible private capital loss for purposes of Swiss federal, cantonal and communal income tax.

Refer to "—*Shares held as assets of a Swiss business*" below for information on the taxation of individuals classified as "professional securities dealers" and refer to "—*Dividends and other distributions—Shares held by Swiss resident individuals as private assets*" above for information on the taxation of the purchase price received for Shares repurchased by Vinivia for a capital reduction.

Shares held as assets of a Swiss business

Corporate taxpayers resident in Switzerland, individual taxpayers resident in Switzerland who hold Shares as part of a business in Switzerland, and individual and corporate taxpayers resident outside Switzerland who hold Shares as part of a business carried on through a permanent establishment in Switzerland for tax purposes, are required to recognize any gain or loss realized on the sale of such Shares in their income statement for the relevant taxation period, and will be taxed on any net taxable earnings on such Shares (including such gain or loss) for such taxation period at the then prevailing tax rates.

The above-described taxation treatment also applies to Swiss resident individuals who, for Swiss income tax purposes, are classified as "professional securities dealers" for reasons of, among other things, frequent dealings, or leveraged transactions, in securities.

Refer to "—*Shares held as assets of a Swiss business*" above for information on the taxation of individuals classified as "professional securities dealers" and refer to "—*Dividends and other distributions—Shares held by Swiss resident individuals as private assets*" above for information on the taxation of the purchase price received for Shares repurchased by Vinivia for a capital reduction.

Shares held by persons resident outside of Switzerland who are not engaged in a business carried on through a permanent establishment in Switzerland

A holder of Shares who (i) is not resident in Switzerland for tax purposes and (ii) during the relevant taxation period has not engaged in a business carried on through a permanent establishment in Switzerland for tax purposes to which such Shares are attributable, will not be subject to any Swiss federal, cantonal or communal income tax as a result of any gain realized on the sale or other disposition of such Shares.

International Automatic Exchange of Information in Tax Matters

Switzerland has concluded a multilateral agreement with the EU on the international automatic exchange of information ("**AEOI**") in tax matters, which applies to all member states of the EU. In addition, Switzerland signed the multilateral competent authority agreement on the automatic exchange of financial account information (the "**MCAA**"), and a number of bilateral AEOI agreements with other countries, most of them based on the MCAA. Based on these agreements and the implementing laws of Switzerland, Switzerland collects and exchanges data in respect of financial assets held in, and income derived thereon and credited to, accounts and deposits (including Shares and pre-emptive subscription rights allotted to Shares, and, following the exercise of pre-emptive subscription rights, new Shares, held in any such account or deposit) with a paying agent in Switzerland for the benefit of individuals resident in a member state of the EU or another treaty state. An up-to-date list of the AEOI agreements to which Switzerland is a party that are in effect, or have been entered into but are not yet in effect, can be found on the website of the State Secretariat for International Financial Matters SIF.

THE OFFERING

Offering

The Offering consists of (i) a public offering in Switzerland and (iii) private placements to qualified investors outside of Switzerland and the United States in reliance on Regulation S and on exemptions provided by the EU Prospectus Regulation and the UK Prospectus Regulation, in each case, in compliance with any applicable laws and regulations.

No action has been or will be taken by Vinivia that would, or is intended to, permit a public offering of the Offered Shares or any other Shares in any jurisdiction other than Switzerland. The Offered Shares being offered hereby have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other regulatory authority in the United States, and, subject to certain exceptions, the Offered Shares may not be offered, sold, resold, delivered, allotted, taken up, transferred or renounced, directly or indirectly, in or into the United States or any other jurisdiction in which it would not be permissible to make an offer of the Offered Shares. See also "*Selling and Transfer Restrictions*."

The Offering has been approved by the Board of Vinivia on January 11, 2024 and is expected to start on January 12, 2024, and is expected to last until March 8, 2024, unless communicated otherwise by Vinivia.

Size of the Offering

The Offering relates to up to 700,000 Offered Shares. The Offered Shares will be existing Shares of Vinivia held in treasury by Vinivia and/or repurchased by Vinivia from existing shareholders (namely Graf & Genovese AG) for purposes of the Offering. The Offered Shares will be fully fungible and will rank *pari passu* with each other and with all existing Shares.

Offer Price

The Offer Price amounts to CHF 40.00 per Offered Share.

Applicable Law, Jurisdiction

The share purchase agreements entered into with investors in connection with the Offering will be governed by Swiss law and subject to the jurisdiction of the courts of the City of Zug.

Payment and Settlement (Closing)

Delivery of the Offered Shares is expected to be made against payment of the Offer Price per Offered Share on or about the respective Closing Date (i.e., for each investor as soon as practicable after receipt of signed documents from the relevant investors) or on such other date as Vinivia may determine. Delivery of the Offered Shares as intermediated securities (*Bucheffekten*) within the meaning of the FISA against payment of the Offer Price per Offered Share is expected to be made through the facilities of SIS on the respective Closing Date.

Form of the Offered Shares

The Offered Shares will be simple uncertificated securities (*einfache Wertrechte*) within the meaning of the Swiss Code of Obligations that are registered in the main register (*Hauptregister*) of SIS to be intermediated securities (*Bucheffekten*) within the meaning of the FISA. Shareholders registered in Vinivia's share register may request from Vinivia a confirmation of the Shares that they hold according to Vinivia's share register.

Voting Rights

Subject to certain restrictions, each Share carries one vote at shareholders' meetings of Vinivia. Voting rights can only be exercised following registration of the relevant shareholder in Vinivia's share register as a shareholder with voting rights. See "*Description of Vinivia's Share Capital and the Shares.*"

Dividends

Holders of Offered Shares will be entitled to dividends and other distributions, if any, declared by Vinivia, including any such distributions for the financial year ending December 31, 2023. For further information, see "*Dividends and Other Distributions*." Any dividends or other distributions paid or made on the Shares are subject to

Swiss withholding tax, except if paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) (see "*Taxation—Switzerland—Taxation in respect of Offered Shares—Swiss Withholding Tax*."

Amendments

Any notices containing or announcing amendments to the terms of the Offering or to this Prospectus will be announced, if required under the FinSA, through a supplement to this Prospectus.

Expected Timetable

January 12, 2024	Start of public offering
March 8, 2024	End of public offering

Closing is expected to be made through the facilities of SIS on the Closing Date, i.e., as soon as practicable after receipt of signed documents from the relevant investors.

Offering Restrictions

For information regarding offering restrictions, see "*Selling and Transfer Restrictions*."

SELLING AND TRANSFER RESTRICTIONS

GENERAL

The offer of Offered Shares to persons resident in, or who are citizens of, jurisdictions other than Switzerland may be affected by the laws of such other jurisdictions. No action has been or will be taken in any jurisdiction other than Switzerland, which would permit a public offering of the Offered Shares or the possession, circulation or distribution of this Prospectus or any material relating to Vinivia or the Offered Shares. Accordingly, the Offered Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisements in connection with the Offered Shares may be distributed or published, in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. Receipt of this Prospectus, or any other material concerning the Offering does not, and will not, constitute an offer of Offered Shares in such jurisdictions in which it would not be permissible to make an offer of the Offered Shares.

Persons outside of Switzerland should consult their professional advisers as to whether they require any governmental or other consent or need to observe any formalities to enable them to acquire Offered Shares. Investors receiving Offered Shares under the Offering must satisfy themself as to full observance of the applicable laws and regulations of any relevant territory, including obtaining any requisite governmental or other consent, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The comments set out in this section are intended as a general guide only and any person who is in doubt as to its position should consult its professional adviser without delay.

JURISDICTIONS OTHER THAN SWITZERLAND

GENERAL

No action has been taken in any jurisdiction by Vinivia that would permit a public offering of the Offered Shares other than in Switzerland.

In particular, the Offered Shares have not been and will not be qualified for distribution under any of the relevant laws and regulations of the United States, the EEA or the UK. Accordingly, subject to certain exceptions, the Offered Shares may not be offered, sold, resold, delivered, taken up, transferred or renounced, directly or indirectly, in or into the United States, the EEA or the UK or such other jurisdictions in which it would not be permissible to make an offer of the Offered Shares.

This Prospectus does not constitute an offer of securities for sale in, and may not be sent to any person in the United States, the EEA or the UK or such other jurisdictions in which it would not be permissible to make an offer of the Offered Shares.

Subject to certain exceptions, no documentation sent to Vinivia, or the depositary banks (including, without limitation, brokers, custodians and nominees) should be postmarked, sent, transmitted or otherwise dispatched from the United States, the EEA or the UK or any such other jurisdiction where it would not be permissible to do make an offer of the Offered Shares (including, without limitation, via facsimile, e-mail or the internet). Documentation that appears to have been, or that Vinivia believes to have, originated in such jurisdictions may not be accepted and may be deemed to be invalid. Vinivia reserves the right to refuse to authorize the allocation of any Offered Shares in such jurisdictions or to any person who fails to make the representation, warranties, agreements and/or acknowledgements noted below.

UNITED STATES

The Offered Shares have not been and will not be registered under the U.S. Securities Actor with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of, the U.S. Securities Act and such other securities laws. Accordingly, the Offered Shares are being offered hereby only outside of the United States in an “offshore transaction” (as defined in Regulation S) in reliance upon and in accordance with Regulation S under the U.S. Securities Act to non-U.S. persons (as “U.S. person” is defined in Regulation S).

Until 40 days after the commencement of the Offering, an offer, sale or transfer of the Offered Shares within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act.

EEA

In relation to each Member State of the EEA (each, a "**Member State**"), an offer to the public of any Shares that are the subject of the offering contemplated by this Prospectus (the "**Securities**") may not be made in that Member State except that an offer to the public in that Member State of any Securities may be made at any time to any legal entity that is a qualified investor as defined in the EU Prospectus Regulation, provided that no such offer of Securities shall require Vinivia to publish a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this provision, the expression an "**offer to the public**" in relation to any Securities in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

UK

In relation to the UK, an offer to the public of any Shares that are the subject of the offering contemplated by this Prospectus may not be made in the UK except that an offer to the public in the UK may be made at any time to any legal entity that is a qualified investor as defined in Article 2 of the UK Prospectus Regulation, provided that no such offer of Shares shall require Vinivia to publish a prospectus pursuant to Section 85 of the FSMA.

For the purposes of this provision, the expression an "offer to the public" in relation to any Shares in the UK means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Shares.

In the UK, this communication is only being distributed to and is only directed at (1) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), and (2) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (e) of the Order, provided that they are also a qualified investor as defined in Article 2 of the UK Prospectus Regulation (all such persons together being referred to as "**relevant persons**"). The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus or any of its contents.

GENERAL INFORMATION

INCORPORATION, LEGISLATION, LEGAL FORM, DURATION, NAME, REGISTERED AND PRINCIPAL EXECUTIVE OFFICE, LEI CODE

Vinivia was incorporated under Swiss law as a corporation (*Aktiengesellschaft*) with unlimited duration under the name "Vinivia AG" on February 10, 2020, in Zug, Switzerland, and was registered with the commercial register of the Canton of Zug under the number CH-477.545.331. Vinivia's registered and principal executive office is located at Chollerstrasse 37, 6300 Zug, Switzerland and its telephone number is +41 552 72 00. Vinivia's Legal Entity Identifier (LEI) Code is 8945002C2LGYIKMZRG74.

ARTICLES OF ASSOCIATION

The version of Vinivia's articles of association (*Statuten*) (the "**Articles**") currently in effect are dated March 6, 2023.

PURPOSE

Article 2 of the Articles states:

(1) "The business purpose of the Company is the development and operation of apps and software solutions, the performance of marketing and sales services for advertising on its own platforms, and the provision of all related consulting and services.

(2) The Company may open branch offices and subsidiaries in Switzerland and abroad and acquire participations in other companies in Switzerland and abroad or merge with such companies.

(3) The Company may acquire, hold, manage, mortgage, exploit and sell real estate and intellectual property rights in Switzerland and abroad and may fund other companies.

(4) The Company may engage in any commercial, financial and other activities which are suitable to favor the purpose of the Company or which are related to its purpose.

(5) In pursuing its purpose, the Company strives to create long-term, sustainable value."

FINANCIAL YEAR

Vinivia's financial year is determined by the Board. As of the date of this Prospectus, Vinivia's financial year commences on January 1 and ends on December 31 of each calendar year.

AUDITORS

Since March 20, 2023, Vinivia's independent statutory auditor has been BDO AG, Schiffbaustrasse 2, 8005 Zurich, Switzerland. Until then, PricewaterhouseCoopers AG, Dammstrasse 21, 6300 Zug, Switzerland, served as Vinivia's auditors. Vinivia changed its auditor based on mutual consent due to matters unrelated to accounting and/or auditing aspects.

BDO AG is registered with EXPERTsuisse-Swiss Expert Association for Audit, Tax and Fiduciary and is registered with the Swiss Federal Audit Oversight Authority, which is responsible for the licensing and supervision of audit firms and individuals that provide audit services in Switzerland.

NOTICES

According to article 29 of the Articles, Vinivia's official publications are made in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*). Notices by the Company to the shareholders may, at the election of the Board, be validly given by letter to the addresses entered in the share register, by publication in the Swiss Official Gazette of Commerce or in electronic form that allows proof by text.

INFORMATION POLICY

All shareholders registered in Vinivia's share register receive an invitation to the AGM, including instructions on how to receive the annual report and other reports.

WEBLINKS

Vinivia's website is: www.vinivia.com

Except for the documents incorporated by reference in this Prospectus as specified under "*About this Prospectus—Documents Incorporated by Reference*" to the extent set out on any such website, information on Vinivia's website or any of its affiliate's websites, any website directly or indirectly linked thereto or any other website mentioned in this Prospectus is not incorporated by reference herein and prospective investors should not rely on any such website in making their decision to invest in the Offered Shares.

SECURITY NUMBERS AND TICKER SYMBOL

The Offered Shares have the Swiss Security Number (*Valorennummer*) 1 213 853. The ISIN for the Offered Shares is CH 001 213853 0.

NO MATERIAL CHANGES

Other than as disclosed in this Prospectus (including the documents incorporated by reference herein), there have been no material changes in the assets and liabilities, financial position or profits and losses of Vinivia since June 30, 2023.

COURT, ARBITRAL AND ADMINISTRATIVE PROCEEDINGS

Other than as disclosed in this Prospectus (including the documents incorporated by reference herein), there are no pending or threatened court, arbitral or administrative proceedings that are of material importance to Vinivia's assets and liabilities or profits and losses.

APPLICABLE LAW AND JURISDICTION

This Prospectus is subject to Swiss law. Any disputes arising under or in connection with this Prospectus shall be settled by the courts of the City of Zug, Switzerland.